

Directors' Report

The directors present their Annual Report and the audited consolidated financial statements of the Company and its subsidiaries for the year ended 30th September 2006.

Principal Activities

The Company is an investment holding company. Its principal subsidiaries are engaged in the distribution of ~H₂O+ brand skin-care products in Hong Kong, Macau, Taiwan, China and Singapore. Certain of its principal subsidiaries also engaged in the operation of spa and beauty centres in Hong Kong under the brand names "Oasis Spa", "Oasis Beauty", "Aqua Beauty" and "Oasis Homme", which offer wide varieties of beauty and massage services. The Company and its subsidiaries are hereinafter collectively referred to as the Group.

Details of the Company's principal subsidiaries at 30th September 2006 are set out in note 32 to the financial statements.

Results and Appropriations

The results of the Group for the year ended 30th September 2006 are set out in the consolidated income statement on page 30.

The directors recommended a final dividend of 4.0 HK cents per share and a special dividend of 1.0 HK cents per share (collectively the "Final Dividend") for the year ended 30th September 2006 payable to shareholders whose names appear on the Register of Members of the Company at the close of business on 22nd March 2007. Subject to the passing of the relevant resolution at the forthcoming Annual General Meeting, the Final Dividend will be payable on 3rd April 2007.

Share Capital

Details of the Company's authorised and issued share capital as at 30th September 2006 are set out in note 25 to the financial statements.

Reserves

Movements in the reserves of the Group and of the Company are set out in note 26 to the financial statements.

Investment Properties

The Group revalued its investment properties as at 30th September 2006 on an open market value basis. Details of which are set out in note 14 to the financial statements.

Property, Plant and Equipment

Details of the movements in property, plant and equipment of the Group are set out in note 15 to the financial statements.

Five-Year Financial Summary

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 80.

Directors and Directors' Services Agreements

The directors of the Company who held office during the year and up to the date of this report were:

Executive Directors:

YU Lai Si
TAM Chie Sang
YU Lai Chu, Eileen
YU Kam Shui, Erastus
LAI Yin Ping

Independent Non-executive Directors:

WONG Lung Tak, Patrick, J.P.
WONG Chun Nam
WONG Chi Keung

In accordance with Articles 87(1) and (2) of the Company's articles of association, Wong Lung Tak, Patrick, J.P. and Wong Chun Nam would retire by rotation at the forthcoming Annual General Meeting and, being eligible, offer themselves for re-election.

The Company considers that Wong Lung Tak, Patrick, J.P., Wong Chun Nam and Wong Chi Keung are independent pursuant to the criteria set out in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and that confirmations of independence have been received from each of them.

All directors of the Company are subject to retirement by rotation as required by the Company's articles of association.

Each of the executive directors has entered into a service agreement with the Company. Each agreement is for a period of three years commencing on 1st October 2001 and shall continue thereafter until terminated by either party giving to the other not less than three calendar months' prior notice in writing.

Except for the above, none of the directors proposed for re-election at the forthcoming Annual General Meeting has a service contract which is not determinable by the Company or any of the subsidiaries within one year without payment of compensation, other than normal statutory compensation.

Directors' Interests or Short Positions in Shares, Underlying Shares and Debentures

As at 30th September 2006, the interests or short positions of the directors and chief executive of the Company in the shares or underlying shares or, as the case may be, the percentage in the equity interest and debentures of the Company or its associated corporations (within the meaning of the Securities and Futures Ordinance (Chapter 571) (the "SFO")), which were required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they have taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register maintained by the Company referred to therein, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") contained in the Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

Long Position in the Shares of the Company and its Associated Corporations

Name of director	The Company/name of associated corporation	Capacity	Number and class of shares				Total	Percentage of issued share capital
			Personal interests	Corporate interests	Family interests	Other interests		
Yu Lai Si	The Company	Beneficial owner	80,356,880 ordinary	-	-	-	80,356,880 ordinary	23.5%
	Water Oasis Company Limited	Beneficial owner	330,000 non voting deferred	-	-	-	330,000 non voting deferred	-
Tam Chie Sang	The Company	Interest of spouse and interest of a controlled corporation	-	-	880,000 ordinary ⁽²⁾	77,666,880 ordinary ⁽¹⁾	78,546,880 ordinary	22.9%
	Water Oasis Company Limited	Beneficial owner and interest of spouse	165,000 non voting deferred	-	165,000 non voting deferred ⁽²⁾	-	330,000 non voting deferred	-
Yu Lai Chu, Eileen	The Company	Beneficial owner and interest of a controlled corporation	880,000 ordinary	-	-	77,666,880 ordinary ⁽¹⁾	78,546,880 ordinary	22.9%
	Water Oasis Company Limited	Beneficial owner and interest of spouse	165,000 non voting deferred	-	165,000 non voting deferred ⁽³⁾	-	330,000 non voting deferred	-

Notes:

- (1) These shares are registered in the name of Zinna Group Limited, a company incorporated in Hong Kong. All voting rights over Zinna Group Limited are held by Royalion Worldwide Limited, a British Virgin Islands company which is 51% owned by Tam Chie Sang and 49% owned by his spouse Yu Lai Chu, Eileen, both are directors of the Company.
- (2) These shares are registered in the name of Yu Lai Chu, Eileen, the wife of Tam Chie Sang.
- (3) These shares are registered in the name of Tam Chie Sang, the husband of Yu Lai Chu, Eileen.

Other than aforesaid and as disclosed under the section headed "Share Options" below, there were no long positions in the underlying shares and debentures or any short positions in

the shares, underlying shares and debentures of the Company and its associated corporations, which were recorded in the register as required to be kept under Section 352 of Part XV of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code contained in the Listing Rules.


As at 30th September 2006, save as disclosed therein, none of the directors, chief executives or any of their associates had any interests or short positions, whether beneficial or non-beneficial, in the shares, underlying shares or debentures of the Company or any of its associated corporations as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Share Options

Particulars of the Company's share option scheme are set out in note 25 to the financial statements.

Movements in the Company's share options during the year are as follows:

Category and name of participant	Date of grant	Exercise period	Exercise price per share HK\$	Balance as at 1 st October 2005	Granted	Exercised	Cancelled/ Lapsed	Balance as at 30 th September 2006
Directors								
Yu Lai Si	28 th January 2004	3 rd May 2004 – 31 st January 2009	0.42	3,000,000	–	–	–	3,000,000
Tam Chie Sang	30 th August 2002	28 th February 2003 – 29 th August 2007	0.52	1,500,000	–	–	–	1,500,000
	28 th January 2004	3 rd May 2004 – 31 st January 2009	0.42	1,500,000	–	–	–	1,500,000
Yu Lai Chu, Eileen	30 th August 2002	28 th February 2003 – 29 th August 2007	0.52	600,000	–	–	–	600,000
	28 th January 2004	3 rd May 2004 – 31 st January 2009	0.42	1,500,000	–	–	–	1,500,000
Yu Kam Shui, Erastus	30 th August 2002	28 th February 2003 – 29 th August 2007	0.52	1,500,000	–	–	–	1,500,000
	28 th January 2004	3 rd May 2004 – 31 st January 2009	0.42	1,500,000	–	–	–	1,500,000
Lai Yin Ping	30 th August 2002	28 th February 2003 – 29 th August 2007	0.52	1,500,000	–	–	–	1,500,000
	28 th January 2004	3 rd May 2004 – 31 st January 2009	0.42	1,500,000	–	–	–	1,500,000
Wong Lung Tak, Patrick, J.P.	28 th January 2004	3 rd May 2004 – 31 st January 2009	0.42	600,000	–	–	–	600,000
Wong Chun Nam	28 th January 2004	3 rd May 2004 – 31 st January 2009	0.42	600,000	–	–	–	600,000
				15,300,000	–	–	–	15,300,000



Category and name of participant	Date of grant	Exercise period	Exercise price per share HK\$	Balance as at 1 st October 2005	Granted	Exercised	Cancelled/ Lapsed	Balance as at 30 th September 2006
Supplier								
H ₂ O Plus, L.P.	11 th March 2002	11 th March 2002 – 10 th March 2012	1.18	3,264,000	–	–	–	3,264,000
	12 th March 2003	12 th March 2003 – 11 th March 2013	0.54	976,000	–	–	–	976,000
				4,240,000	–	–	–	4,240,000
Employees (In aggregate)								
	26 th April 2002	26 th October 2002 – 25 th April 2007	1.67	750,000	–	–	–	750,000
	26 th April 2002	26 th April 2003 – 25 th April 2007	1.67	750,000	–	–	–	750,000
	30 th August 2002	28 th February 2003 – 29 th August 2007	0.52	1,484,000	–	–	–	1,484,000
	30 th August 2002	31 st August 2003 – 29 th August 2007	0.52	2,560,000	–	–	–	2,560,000
	30 th August 2002	29 th February 2004 – 29 th August 2007	0.52	1,560,000	–	–	–	1,560,000
	28 th January 2004	3 rd May 2004 – 31 st January 2009	0.42	1,160,000	–	200,000	–	960,000
	28 th January 2004	1 st November 2004 – 31 st January 2009	0.42	1,160,000	–	100,000	–	1,060,000
	28 th January 2004	2 nd May 2005 – 31 st January 2009	0.42	860,000	–	–	–	860,000
				10,284,000	–	300,000	–	9,984,000

In general, the employees may exercise one-third of each of their respective share options within six months, twelve months and eighteen months from the date of grant.

The directors do not consider it is appropriate to disclose a theoretical value of the share options of the Company granted because a number of factors crucial for the valuation are subjective and uncertain. Accordingly, any valuation of the options based on various speculative assumptions would not be meaningful, and would be misleading.

Other than as disclosed above, at no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the directors or the chief executive of the Company to acquire benefits by means of the acquisition of shares in, or debt securities (including debentures) of, the Company or any other body corporate and none of the directors, the chief executive, their spouses or children under the age of 18, had any right to subscribe for securities of the Company, or had exercised any such right during the year.

Substantial Shareholders

As at 30th September 2006, the following persons, other than a director or chief executive of the Company, had an interest or short position in the shares or underlying shares of the Company as recorded in the register required to be kept by the

Company under section 336 of the SFO, or, who was, directly or indirectly, interested in 5% or more of the issued share capital of the Company:

Long Position in the Shares

Name of Shareholder	Capacity	Number of ordinary shares	Approximate percentage of voting power
Zinna Group Limited ⁽¹⁾	Interest of a controlled corporation	77,666,880	22.7%
Advance Favour Holdings Limited ⁽²⁾	Interest of a controlled corporation	38,833,440	11.3%
Billion Well Holdings Limited ⁽³⁾	Interest of a controlled corporation	38,833,440	11.3%

Notes:

- (1) Zinna Group Limited is a company incorporated in Hong Kong. All of its voting rights are held by Royalion Worldwide Limited, a British Virgin Islands company which is 51% owned by Tam Chie Sang and 49% owned by his spouse, Yu Lai Chu, Eileen, both are directors of the Company.
- (2) Advance Favour Holdings Limited is a British Virgin Islands company beneficially owned by Lai Yin Ling, sister of Lai Yin Ping, a director of the Company.
- (3) Billion Well Holdings Limited is a British Virgin Islands company beneficially owned by Lai Yin Ling, sister of Lai Yin Ping, a director of the Company.

Directors' Interests in Contracts

There were no contracts of significance to which the Company or any of its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, which subsisted at the end of the year or at any time during the year.

Directors' Interests in Competing Business

There were no competing business of which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year which required to be disclosed pursuant to Rule 8.10 of the Listing Rules.

Major Customers and Suppliers

For the year ended 30th September 2006, the aggregate purchases attributable to the Group's five largest suppliers represented approximately 99% of the Group's purchase. Whereas the aggregate turnover attributable to the Group's five largest customers was less than 1% of the Group's turnover.



Distributable Reserves

As at 30th September 2006, distributable reserves of the Company amounted to approximately HK\$18,957,000.

Employees and Remuneration Policies

As at 30th September 2006, the Group employed 1,236 staff (2005: 1,030). Salaries of employees are maintained at competitive levels while bonuses are granted on a discretionary basis. Other employee benefits include provident fund, insurance and medical cover, educational allowances and training programs. Options to subscribe for a maximum of approximately 25 million shares in the Company in aggregate had been granted and are outstanding as at 30th September 2006 to certain directors and employees pursuant to the Company's share option scheme. Exercise prices of which range from HK\$0.42 to HK\$1.67.

Purchase, Sale or Redemption of the Company's Listed Securities

During the year ended 30th September 2006, there was no purchase, sale or redemption by the Company, or any of its subsidiaries, of the Company's listed securities.

Pre-emptive Rights

There is no provisions for pre-emptive rights under the Company's articles of association although there is no restriction against such rights under the Companies Law of the Cayman Islands.

Compliance with the Model Code

The Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules. All directors have confirmed, following specific enquiry by the Company, that they fully complied with the Model Code throughout the year.

Sufficiency of Public Float

Based on the information that is publicly available to the Company and within the knowledge of its directors, the directors confirm that the Company has maintained during the financial period, the amount of public float as required under the Listing Rules.

Compliance with the Code of Best Practice

In the opinion of the directors, the Company has complied throughout the financial year ended 30th September 2006 with the Code of Best Practice set out in Appendix 14 to the Listing Rules except for those as detailed in the Corporate Governance Report set out in this Annual Report.

Audit Committee

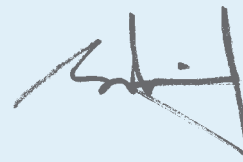
The Company's Audit Committee comprises Dr. Wong Lung Tak, Patrick, J.P., Mr. Wong Chun Nam and Dr. Wong Chi Keung who are the independent non-executive directors of the Company. In establishing the terms of reference for this committee, the directors had made reference to the "Guide for the formation of an audit committee" issued by the Hong Kong Institute of Certified Public Accountants in December 1997.

The Audit Committee has reviewed the accounting principles and practices adopted by the Group and the audited consolidated accounts of the Group for the year ended 30th September 2006 with management and discussed with the independent auditors matters on auditing, internal control and financial reporting in respect of the Annual Report.

Auditors

The accompanying financial statements have been audited by PricewaterhouseCoopers who retire and, being eligible, offer themselves for re-appointment at the forthcoming Annual General Meeting of the Company.

On Behalf of the Board



YU Lai Si

Executive Director and Chief Executive Officer

Hong Kong, 16th January 2007